

ORDINANCE NO. _____, SERIES 2009

AN ORDINANCE OF THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY, RELATING TO AUTHORIZING THE ISSUANCE, SALE AND DELIVERY, IN THE PRINCIPAL AMOUNT OF \$6,550,000, OF LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT LOUISVILLE MEDICAL CENTER REVENUE BONDS AND THE LOAN OF THE PROCEEDS THEREOF TO LOUISVILLE MEDICAL CENTER TO FINANCE THE PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY ON BEHALF OF LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY OF A BOND PURCHASE LOAN AGREEMENT PROVIDING FOR THE ACQUISITION OF THE PROPERTY; AND TAKING OTHER RELATED ACTION.

Sponsored by: President David Tandy

WHEREAS, the Louisville/Jefferson County Metro Government, Kentucky ("Metro"), pursuant to the provisions of Sections 103.200 to 103.285, inclusive, of the Kentucky Revised Statutes, as amended (the "Act"), is authorized to issue its revenue bonds and to lend the proceeds from the sale thereof to Louisville Medical Center, Inc. ("LMC" or "Borrower"), a Kentucky nonprofit organization, for the purpose of financing the acquisition, equipping and installation of new equipment of the Steam and Chilled Water Plant located at 235 Abraham Flexner Way, Louisville, Jefferson County, Kentucky 40202 (the "Plant"), which constitute an "industrial building" within the meaning of the Act, such bonds being payable from loan repayments made by the Borrower; and under the Act the financing of industrial buildings, including the acquisition, equipping and installation of new equipment of the Plant constitutes a public purpose; and

WHEREAS, LMC proposes that Metro, pursuant to the Act, assist the Borrower in (i) financing the costs associated with the acquisition, equipping and installation of new equipment of the Plant; (ii) to pay certain bank debts incurred for the purpose of financing on an interim basis such improvements to the Plant; and (iii) to pay all necessary and reasonable expenses in connection with the issuance of the Bonds (the "Project"), and the Project qualifies for financing as an "industrial building" within the meaning of the Act; and

WHEREAS, Metro has agreed and is willing, pursuant to the Act, to issue its revenue bonds on a parity basis as to payment and security with the County of Jefferson, Kentucky, Louisville Medical Center Refunding and Revenue Bonds, Series 2002 in the principal amount of \$18,000,000 dated as of May 15, 2002 (the "2002 Bonds"), for the stated purposes upon terms which are substantially in the form set forth in a Bond Purchase Loan Agreement submitted herewith, to be entered into between Metro, as Issuer, the Borrower, and Fifth Third Bank, or its affiliates or assigns (the "Bond Purchase Loan Agreement"); and

WHEREAS, pursuant to the provisions of Section 103.230 of the Act, the Borrower has made a request in writing, addressed to Metro, that the sale of the bonds hereinafter identified and authorized, bearing interest as set out in the Bond Purchase Loan Agreement, shall be made upon a negotiated basis; and

WHEREAS, Metro has found that the Project will promote the general welfare and economic development of Metro and all of its citizens; and

WHEREAS, it is desirable and proper in the interests of the economic and general welfare of the citizens, residents and inhabitants of Metro and its environs that Metro (a) authorize the issuance of the bonds, as defined herein, for the Project and (b) authorize and approve the sale of the Bonds and approve other necessary or related documents and actions;

NOW, THEREFORE, BE IT ORDAINED BY THE LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY, ACTING BY AND THROUGH ITS COUNCIL, AS FOLLOWS:

Section 1. For the purposes set forth in the preamble, which is incorporated as a part hereof, Metro, acting by and through its Council, hereby:

(a) Authorizes the sale, issuance, execution and delivery of \$6,550,000 principal amount of Louisville/Jefferson County Metro Government Louisville Medical Center Tax Exempt Revenue Bonds, Series 2009 (the “Bonds”), which shall be issued on a parity basis with the 2002 Bonds as to payment and security and shall be in the form and subject to the terms and specifications set forth in a Bond Purchase Loan Agreement.

(b) Authorizes the execution and delivery of the Bond Purchase Loan Agreement in substantially the form attached hereto as Exhibit A;

(c) Authorizes the use of the proceeds of the Bonds, as provided in the Bond Purchase Loan Agreement, for the purposes set out in the preamble; and

(d) Authorizes other related action.

Section 2. The Mayor, any Deputy Mayor, the Metro Council Clerk, the Chief Financial Officer, the County Attorney and all other appropriate Issuer officials and employees, for and on behalf of the Issuer, are hereby authorized, empowered and directed to do and perform any and all things necessary to effect the execution and delivery of the Bond Purchase Loan Agreement, which Bond Purchase Loan Agreement is hereby approved, authorized and adopted in substantially the form submitted herewith, with such changes therein as the official executing the document may require or approve on behalf of Metro, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. In order to provide for the authorization of the Bonds and to prescribe the terms and conditions upon which the Bonds are to be issued and outstanding, executed, authenticated, accepted and held, the Mayor, any Deputy Mayor, the Metro Council Clerk, the Chief Financial Officer, the County Attorney and all other appropriate Issuer officials and employees, for and on behalf of the Issuer, are hereby authorized, empowered and directed to do

and perform any and all things necessary to effect the execution and delivery of the Bond Purchase Loan Agreement, and the official executing the Bond Purchase Loan Agreement is hereby authorized and directed to present it to Fifth Third Bank, its affiliates or assigns, as Purchaser (the "Purchaser"). The Bonds will mature as to principal no later than May 1, 2015, will be scheduled to mature in installments, will be subject to redemption and will bear interest payable periodically at a variable rate, all as provided in the Bond Purchase Loan Agreement. The maximum interest rate on the Bonds shall not exceed 300 basis points over the 30-Day LIBOR rate.

Section 4. With respect to the sale of the Bonds, and upon the request and recommendation of the Borrower, Metro further approves, and the Mayor, any Deputy Mayor, the Metro Council Clerk, the Chief Financial Officer, the County Attorney and all other appropriate Issuer officials and employees, for and on behalf of the Issuer is authorized and directed to execute and deliver on behalf of Metro, the Bond Purchase Loan Agreement between Metro, as Issuer, Fifth Third Bank, its affiliates and assigns, as Purchaser, and Louisville Medical Center, Inc., as Borrower, as approved, secured, and endorsed by the Borrower. The sale of the Bonds pursuant to the terms of the Bond Purchase Loan Agreement is hereby authorized, approved and directed.

Section 5. The Mayor, any Deputy Mayor, the Metro Council Clerk, the Chief Financial Officer, the County Attorney and all other appropriate Issuer officials and employees, for and on behalf of the Issuer, are hereby authorized, empowered and directed to do and perform any and all things necessary to effect the execution and delivery of the Bond Purchase Loan Agreement and any related documents, the performance of all obligations and the preservation of all rights of Metro thereunder, the execution and delivery of the Bonds and the performance of all other actions of whatever nature necessary to carry out the authority conferred or contemplated by and the purposes of this Ordinance, the Bond Purchase Loan Agreement and related documents, and further to approve and to execute all papers, documents, certificates or other instruments that may be required for the carrying out and effectuation of the authority conferred by and the purposes of this Ordinance, the Bond Purchase Loan Agreement, and related documents, or to evidence said authority and purposes.

Section 6. It is acknowledged by Metro that, in order to enhance the security of the Bonds, the Borrower will execute and deliver to the Purchaser a Security Agreement under which the Borrower will convey a security interest in the Project in favor of the Purchaser.

Section 7. METRO SHALL NEVER BE REQUIRED TO PAY FROM ITS OWN FUNDS ANY OBLIGATIONS DERIVING FROM THE ISSUANCE OF THE BONDS, AND THE BONDS ARE DECLARED TO BE SPECIAL AND LIMITED OBLIGATIONS PAYABLE SOLELY AND ONLY FROM THE RECEIPTS DERIVED UNDER THE BOND PURCHASE LOAN AGREEMENT, AS PROVIDED IN THE DOCUMENTS HEREIN APPROVED.

Section 8. The provisions of this Ordinance may be supplemented from time to time by resolution or municipal order of the Council.

Section 9. The provisions of this Ordinance are hereby declared to be severable and, if any section or provision shall, for any reason, be declared invalid, such declaration of invalidity shall not affect the validity of the remainder of this Ordinance.

Section 10. In the event of any conflict or conflicts between the provisions of this Ordinance and of any prior ordinances, resolutions, municipal orders or parts thereof, the provisions of this Ordinance shall prevail.

Section 11. This Ordinance shall be in full force and effect from and after its adoption as provided by law. The summary of this Ordinance read at the meetings of Metro Council described below is approved for such purposes and for the purpose of publication as provided by law.

[Signature page follows]

INTRODUCED, SECONDED AND GIVEN FIRST READING at a duly convened meeting of Metro Council held on July 16, 2009.

GIVEN SECOND READING AND ENACTED at a duly convened meeting of Metro Council held on July 30, 2009, signed by the Mayor as evidence of his approval attested by Metro Clerk, ordered published in summary form, duly enrolled and declared to be in full force and effect.

Kathleen J. Herron
Metro Council Clerk

David Tandy
President of the Council

Jerry E. Abramson
Mayor

Approval Date

Approved as to Form and Legality:

Mike O'Connell
Jefferson County Attorney

By _____
James T. Carey
Assistant County Attorney

CERTIFICATION

I, the undersigned, do hereby certify that I am the duly qualified and acting Metro Council Clerk of the Louisville/Jefferson County Metro Government (the "Metro Government"), and as such Clerk, I further certify that the foregoing is a true, correct and complete copy of an Ordinance duly adopted by the Legislative Council of the Metro Government upon second reading at a duly convened meeting held on _____, 2009, signed by the Mayor, approved by me as Clerk and in full force and effect as therein stated, all as shown by the official records of the Metro Government in my possession and under my control.

IN WITNESS WHEREOF, I have hereunto set my hand this _____, 2009.

Kathleen J. Herron
Metro Council Clerk